

SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP

Form 8-K

October 04, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
October 4, 2005  
Date of Report (Date of earliest event reported)  
Spectrum Sciences & Software Holdings Corp.  
(Exact name of registrant as specified in its charter)**

Delaware

000-50373

90-0182158

**(State or other jurisdiction  
of incorporation)**

**(Commission  
File Number)**

**(IRS Employer  
Identification No.)**

3130 Fairview Park Drive, Suite 400, Falls Church, VA

22042

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code** \_\_\_\_\_ (703) 564-2967

Not applicable.

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 4, 2005, the Board of Directors (the Board) of Spectrum Sciences & Software Holdings Corp. (the Company) appointed Francis X. Ryan as a new member of the Board. Mr. Ryan was also appointed as of such date to serve as the Chairman of the Company's Audit Committee, which was created by the Board as of the same date.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Company's Bylaws were amended, effective as of October 4, 2005 (the Amendment), to increase the number of directors on the Board from five directors to six directors, and to change the required vote for the Board to take action from four directors to five directors. The Amendment will remain in effect until the earlier of the completion of the Company's 2006 annual meeting of shareholders and the date on which the composition of the Board is in compliance with the corporate governance standards for the composition of boards of directors set forth by Nasdaq in respect of an application for listing on Nasdaq and any related rule, regulation or provision of the Securities and Exchange Commission. A copy of the Amendment is attached hereto as an exhibit and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On October 4, 2005, the Company issued the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference.

Note: The information contained in Item 7.01 of this Form 8-K and the attached Exhibit 99.1 shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information and exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
3.1	Second Amendment to the Amended and Restated Bylaws of Spectrum Sciences & Software Holdings Corp., dated October 4, 2005.
99.1	Press release, dated October 4, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPECTRUM SCIENCES & SOFTWARE  
HOLDINGS CORP.

Date: October 4, 2005

By: /s/ Michael Megless  
Name: Michael Megless  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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